FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

| Check this box if no longer subject to |
|--|
| Section 16. Form 4 or Form 5           |
| obligations may continue. See          |
| Instruction 1(b).                      |

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

| msuuc  | uon 1(b).   |   |  | FIIE                                 |  |                    |   |                                |  |         | Company Act                     |   | 11934   |   |  |   |   |                          |  |
|--|---|---|--|--------------------------------------|--|--------------------|---|--------------------------------|--|---------|---------------------------------|---|---|---|--|---|---|--------------------------|--|
| 1. Name and Address of Reporting Person*  SABBY MANAGEMENT, LLC  (Last) (First) (Middle) |   |   |  |                                      | 2. Issuer Name <b>and</b> Ticker or Trading Symbol Celsus Therapeutics Plc. [ CLTX ] |                    |   |                                |  |         |                                 |   | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  Director X 10% Owner  Officer (give title Other (specify |   |  |   |   |                          |  |
| (Last) (First) (Middle) 10 MOUNTAINVIEW ROAD SUITE 205                                   |   |   | )  |                                      | 3. Date of Earliest Transaction (Month/Day/Year) 04/04/2014                          |                    |   |                                |  |         |                                 |   | Offi<br>belo  |   | title  |   | ther (s<br>elow)  | pecify                   |  |
| (Street) UPPER SADDLI RIVER  |   |   | 07458                                    |                                      | 4.   | If Ame             | endment,                                | Date                           | of Orig  | inal F  | iled (Month/D                   | ay/Year)  |   | y For   | or Joint/0<br>m filed by<br>m filed by<br>son              | y One Re  | eporting  | Perso                    | n  |
| (City)   | (St   | ate)                                      | (Zip)                                    | Nan Bari                             |  | - 0-               |   |                                |  |         | ·                               |   | <b></b>   |   | 1  |   |   |                          |  |
| 1. Title of Security (Instr. 3) 2. To  |   |   | 2. Transaction<br>Date<br>(Month/Day/Yea |                                      | 2A. Deemed<br>Execution Date,  |                    | 3.<br>Transaction<br>Code (Instr.<br>8) |                                | 4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 ar 5) |         | d (A) or                        | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following       |   | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4) |  | 7. Nature of Indirect Beneficial Ownership          |   |                          |  |
|  |   |   |  |                                      |  |                    |   | Code                           | v  | Amount  | (A) or<br>(D)                   | Price   | Reported<br>Transacti<br>(Instr. 3 a  |   |  |   | (Instr. 4)  |                          |  |
| Common   | Stock   |   |  | 04/04/20                             | 014  |                    |   |                                | P  |         | 1,000                           | A   | \$6   | 687,  | 951  | ]   | ſ   | See<br>Foot              | notes <sup>(1)(2)</sup>  |
| Common   | Stock   |   |  | 04/04/20                             | 014  |                    |   |                                | P  |         | 11,250                          | A   | \$6.08  | 699,  | 201  | ]   | ]   | See<br>Foot              | notes <sup>(1)(2)</sup>  |
| Common   | Stock   |   |  | 04/07/20                             | 014  |                    |   |                                | P  |         | 16,900                          | A   | \$5.64  | 716,  | 101  | ]   | I   | See<br>Foot              | notes <sup>(1)(2)</sup>  |
| Common   | Stock   |   |  | 04/07/20                             | 014  |                    |   |                                | P  |         | 3,754                           | A   | \$6   | 719,  | 855  | ]   | [   | See<br>Foot              | notes <sup>(1)(2)</sup>  |
| Common Stock 04/0  |   |   | 04/08/20                                 | 08/2014                              |  |                    |   | P                              |  | 35,500  | A                               | \$5.36  | 5 755,  | 755,355   |  | I   |   | notes <sup>(1)(2)</sup>  |  |
|  |   | -   | Table I                                  |                                      |  |                    |   |                                |  |         | posed of,<br>convertib          |   |   |   | i  |   |   |                          |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)                                      | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year | Execu                                    | eemed<br>ution Date,<br>th/Day/Year) | Code   | saction<br>(Instr. |   | ative<br>rities<br>ired<br>sed | Expir<br>(Mon  | ation   | rcisable and<br>Date<br>//Year) | 7. Title<br>Amour<br>Securi<br>Underl<br>Deriva<br>Securi<br>and 4) | nt of<br>ties<br>lying<br>tive<br>ty (Instr. :  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)               | derivat<br>Securit<br>Benefic<br>Owned<br>Follow<br>Report | ive<br>ties<br>cially<br>l<br>ing<br>ed<br>ction(s) | 10.<br>Owners<br>Form:<br>Direct (<br>or Indir<br>(I) (Inst | ship (<br>[D) (<br>ect ( | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |   |  |                                      | Code   | v                  | (A)                                     | (D)                            | Date<br>Exerc  | cisable | Expiration<br>Date              | Title   | Amount<br>or<br>Number<br>of<br>Shares  | 1   |  |   |   |                          |  |
|  |   | Reporting Persor                          |  |                                      |  |                    |   |                                |  |         |                                 |   |   |   |  |   |   |                          |  |
| (Last) 10 MOU SUITE 2  | NTAINVIE  | (First)<br>W ROAD                         | (  | Middle)                              |  |                    |   |                                |  |         |                                 |   |   |   |  |   |   |                          |  |
| (Street) UPPER S   | SADDLE  | NJ  | (  | )7458                                |  |                    |   |                                |  |         |                                 |   |   |   |  |   |   |                          |  |

(Zip)

(Middle)

**RIVER** 

(State)

(First)

Sabby Healthcare Volatility Master Fund, Ltd.

1. Name and Address of Reporting  $\operatorname{Person}^*$ 

(City)

(Last)

| C/O SABBY MANAGEMENT, LLC<br>10 MOUNTAINVIEW ROAD, SUITE 205 |         |          |  |  |  |  |  |  |
|--|---------|----------|--|--|--|--|--|--|
| (Street) UPPER SADDLE RIVER                                  | NJ      | 07458    |  |  |  |  |  |  |
| (City)   | (State) | (Zip)    |  |  |  |  |  |  |
| Name and Address of Reporting Person*     Mintz Hal          |         |          |  |  |  |  |  |  |
| (Last) C/O SABBY MAN   | (First) | (Middle) |  |  |  |  |  |  |
| 10 MOUNTAINVIEW ROAD, SUITE 205                              |         |          |  |  |  |  |  |  |
| (Street) UPPER SADDLE RIVER                                  | NJ      | 07458    |  |  |  |  |  |  |
| (City)   | (State) | (Zip)    |  |  |  |  |  |  |

## **Explanation of Responses:**

- 1. This Form 4 is being filed by Sabby Healthcare Volatility Master Fund, Ltd. ("SHVMF"), Sabby Management, LLC ("Advisor") and Hal MIntz. The Advisor is the investment manager of SHVMF. Mr. Mintz is the manager of the Advisor.
- 2. The amounts reported herein reflect the entire amount of the Issuer's securities held by SHVMF as of each transaction date. Each of the Advisor and Mr, Mintz disclaims, for purposes of Section 16 of the Securities Exchange Act of 1934 ("Section 16"), beneficial ownership of such securities, except to the extent of its/his pecuniary interest therein, and this report shall not be deemed an admission that either the Advisor or Mr, Mintz is the beneficial owner of such securities for purposes of Section 16 or otherwise.

/s/ Robert Grundstein, COO and General Counsel of Sabby 04/08/2014 Management, LLC

\*\* Signature of Reporting Person Date

 $Reminder: \ Report \ on \ a \ separate \ line \ for \ each \ class \ of \ securities \ beneficially \ owned \ directly \ or \ indirectly.$ 

- $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.